

FACTSET RESEARCH SYSTEMS INC  
Form 8-A12B  
May 24, 2010

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Form 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR 12(g) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**FactSet Research Systems Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State of incorporation or organization)

**601 Merritt 7, Norwalk, Connecticut**  
(Address of principal executive offices)

**13-3362547**  
(I.R.S. Employer Identification No.)

**06851**  
(Zip Code)

**Securities to be registered pursuant to Section 12(b) of the Act:**

**Common Stock, par value \$0.01 per share**

**(Title of each class to be so registered)**

**The NASDAQ Stock Market LLC**

**(Name of each exchange on which each class is to be registered)**

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.

Securities Act registration statement file number to which this form relates: **No. 333-4238**

Securities to be registered pursuant to Section 12(g) of the Act: **None**

**Item 1. Description of Registrant's Securities to be Registered.**

The description of the Common Stock, par value \$0.01 per share, of FactSet Research Systems Inc. (the Registrant), as required by this item, is contained under the caption "Description of Capital Stock" in the prospectus forming a part of the Registration Statement on Form S-1 (File No. 333-4238), originally filed with the Securities and Exchange Commission on June 5, 1996, as amended, is herein incorporated by reference.

**Item 2. Exhibits.**

| EXHIBIT NUMBER | DESCRIPTION  |
|----------------|--|
| 1.             | Restated Certificate of Incorporation *                            |
| 2.             | Amendment to Restated Certificate of Incorporation **              |
| 3.             | By-laws of FactSet Research Systems Inc. ***                       |
| 4.             | Amended and Restated By-laws of FactSet Research Systems Inc. **** |
| 5.             | Form of Common Stock *****   |

\* Incorporated by reference to exhibit 3.1 to the Company's Registration Statement on Form S-1 (File No. 333-4238).

\*\* Incorporated by reference to exhibit 3.12 to the Company's annual report on Form 10-K for fiscal year 2001 (File No. 1-11869).

\*\*\* Incorporated by reference to exhibit 3.2 to the Company's Registration Statement on Form S-1 (File No. 333-4238).

\*\*\*\* Incorporated by reference to exhibit 3 to the Company's quarterly report on Form 10-Q for the first quarter of fiscal year 2009.

\*\*\*\*\* Incorporated by reference to exhibit 4.1 to the Company's Registration Statement on Form S-1 (File No. 333-4238).

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: May 24, 2010

FACTSET RESEARCH SYSTEMS INC.

/s/ MAURIZIO NICOLELLI

Maurizio Nicolelli

Senior Vice President and Director of Finance

(Principal Financial Officer)